

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

November 21, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated October 25, 1994 ("**Assignment**") between the following parties:

"HELM": Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

"HELC": Helm Equipment Leasing Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111; and

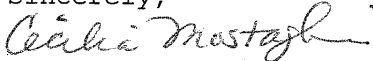
two (2) originals of Amendment No. 2 to the Lease of Railroad Equipment dated as of May 25, 1993, as amended, between HELM, as assignee of HELC ("**Lessor**"), and Westvaco Corporation ("**Lessee**").

The equipment involved in these transactions is as follows:

Equipment: Up to 65, flatcars bearing the reporting mark and numbers WVCX 700-764 under the Lease of Railroad Equipment, as amended, dated as of May 25, 1993 between Lessor and Lessee.

Please file the Assignment and Amendment No. 2 as a supplementary documents to Recordation No. 18522 filed December 17, 1993 and return one (1) endorsed original of each to my attention. The filing fee of \$42.00 is included in the enclosed cheque number 19931 dated 11/11/94.

Sincerely,



Cecilia Mostaghim
Contracts Administrator

/cm

Enclosures (4)

ceci\mk\hel.wvc & wsv001.2

RECORDATION NO. 18522-A
FILED 1405

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18522-B
FILED 1405

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18522-A
FILED 11/25

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ASSIGNMENT OF LEASE INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, HELM EQUIPMENT LEASING CORPORATION ("HELC"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, hereby sets over, transfers and assigns to HELM FINANCIAL CORPORATION ("Helm"), a California corporation, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, all of its rights, title and interest in and to the sixty (60) flatcars bearing the reporting mark and numbers WVCX 700-759 and the Lease of Railroad Equipment dated as of May 25, 1993, as amended ("Lease"), by and between HELC and WESTVACO CORPORATION.

This Assignment shall be deemed to have become effective on the 1st day of April 1994.

Dated this 25th day of October, 1994.

HELM EQUIPMENT LEASING CORPORATION

By: 
Title: President

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm ("Lessor") hereby accepts the foregoing Assignment of Lease and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease which are therein provided to be observed and performed by Lessor thereunder on and after the 1st day of April, 1994.

Dated this 27th, day of October, 1994.

HELM FINANCIAL CORPORATION

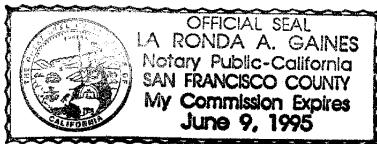
By: 
Title: Senior Vice President-Finance

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On October 25, 1994, before me, LaRonda A. Gaines,
personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT
LEASING CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

LaRonda A. Gaines

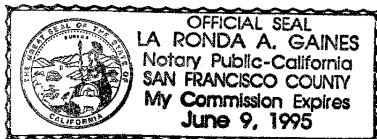
SIGNATURE OF THE NOTARY

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On October 27, 1994, before me, LaRonda A. Gaines,
personally appeared John F. Dains, Senior Vice President-Finance of
HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

LaRonda A. Gaines

SIGNATURE OF THE NOTARY